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Attorneys for Nominal Defendant
 CNET NETWORKS, INC.

**UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA**

In re CNET NETWORKS, INC.
 SHAREHOLDER DERIVATIVE
 LITIGATION

MASTER FILE NO. C-06-3817-WHA

**STIPULATION & ~~PROPOSED~~ ORDER
 EXTENDING PLAINTIFFS' DEADLINE TO
 FILE THEIR AMENDED CONSOLIDATED
 COMPLAINT**

This Document Relates To:
 ALL ACTIONS.

**EXPEDITED CONSIDERATION
RESPECTFULLY REQUESTED**

Hon. William H. Alsup

The parties jointly request that the Court approve the parties' stipulation that the date by which plaintiffs must amend their verified complaint be extended from January 11, 2007 until February 19, 2007, three weeks after CNET Networks, Inc. ("CNET") plans to file its restated financial statements.

WHEREAS, on November 16, 2006, this Court ordered the plaintiffs to file an amended complaint by January 11, 2007, and ordered defendants to file any motions to dismiss the amended complaint by January 25, 2007;

WHEREAS, this schedule was entered with the expectation that CNET would file its restated financial statements some time prior to January 11, thereby allowing plaintiffs to amend their complaint based upon information reflected in the restated financial statements;

WHEREAS, at the November 16, 2006 hearing, CNET's counsel noted that, although CNET intended to file its restated financial statements by the end of the year, CNET may not meet its then-expected schedule (*see* November 16, 2006 Hearing Transcript at 27:20-29:2);

WHEREAS, on January 10, 2007, CNET announced that its restated financial statements will be filed on January 29, 2007 (*see* Press Release Attached as Exhibit A);

NOW, THEREFORE, the parties hereby stipulate to extend the deadline for plaintiffs' to file their amended verified complaint from January 11, 2007, until February 19, 2007 (three weeks after CNET will file its restated financial statements). The parties further stipulate that the defendants' responses to plaintiffs' amended verified complaint be due three weeks after the amended verified complaint, on March 12, 2007.

Given the impending January 11 deadline, the parties respectfully request that the Court consider the parties' request immediately and enter the proposed order attached hereto.

Dated: January 10, 2007

Respectfully submitted,

LATHAM & WATKINS LLP
Patrick E. Gibbs
Heather E. Marlow

By _____/s/

ATTORNEYS FOR NOMINAL
DEFENDANT CNET NETWORKS, INC.

Dated: January 10, 2007

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LEAD COUNSEL FOR PLAINTIFFS

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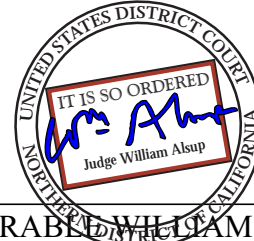
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PROPOSED ORDER

Based on the foregoing, good cause appearing, it is hereby ORDERED that the
February 12,
plaintiffs shall file their amended verified complaint on or before February 19, 2007, and
February 26,
defendants shall file responses to the amended verified complaint on or before March 12, 2007.

IT IS SO ORDERED

DATED this 11th day of January, 2007.



THE HONORABLE WILLIAM H. ALSUP
United States District Judge

Any motions in response to the amended verified complaint will be heard on the 35-day track.

EXHIBIT A



press releases

CNET Networks Announces Target Date for Filing Restated Financials and to Report Fourth Quarter and Full Year 2006 Results on January 29, 2007

SAN FRANCISCO--(BUSINESS WIRE)--Jan. 10, 2007--CNET Networks, Inc. (Nasdaq:CNET) announced today that it expects to file restated financial statements as well as delinquent quarterly reports with the Securities and Exchange Commission on January 29, 2007. The Company's restated financial statements for the years ended December 31, 2003, 2004, and 2005 will be filed as an amended 2005 Annual Report on Form 10-K. The company also expects that on January 29, 2007, it will file with the Securities and Exchange Commission an amended Form 10-Q for the quarter ended March 31, 2006, as well as the delinquent Quarterly Reports on Form 10-Q for the quarters ended June 30, 2006, and September 30, 2006. By filing on January 29, 2007, CNET Networks expects to meet the conditions of the Nasdaq Listing Qualifications Panel for continued listing of its common stock on The Nasdaq Global Select Market.

The Company also announced today that it will report its fourth quarter and full year 2006 financial results after market close on Monday, January 29, 2007. CNET Networks' management will host a conference call beginning at 5:00 p.m. ET (2:00 p.m. PT) on January 29, 2007, to review the company's recent financial and operating performance and to discuss its business outlook. A live broadcast of the fourth quarter and full year 2006 financial results conference call will be available via webcast, which can be accessed by visiting the CNET Networks Investor Relations website home page at <http://ir.cnetnetworks.com> and clicking on the link provided. The conference call will also be available by phone by dialing (800) 344-1035 (international: (706) 679-3076) and asking to be connected to the "CNET Networks fourth quarter call." A replay of the call will be available through an archived webcast at <http://ir.cnetnetworks.com> and by telephone until February 12, 2007 by dialing (800) 642-1687 (international: (706) 645-9291) and entering conference ID number 5679070.

Forward-Looking Statements

This press release contains forward-looking statements concerning the Company's plans to file with the Securities and Exchange Commission restated historical financial statements and delinquent quarterly reports on Form 10-Q, statements regarding continued listing of CNET Networks' common stock on the Nasdaq Global Select Market and statements regarding the reporting of fourth quarter and full year 2006 financial results.

There can be no assurance concerning the timing of the Company's restatement process or that the filing of its financial statements with the Securities and Exchange Commission will satisfy the Nasdaq Listing Qualifications Panel's requirements. Forward-looking statements are made as of the date of this press release and, except as required by law, the Company does not undertake an obligation to update its forward-looking statements to reflect future events or circumstances.

About CNET Networks

CNET Networks, Inc. (Nasdaq:CNET) (www.cnetnetworks.com) is an interactive media company that builds brands for people and the things they are passionate about, such as gaming, music, entertainment, technology, business, food, and parenting. The Company's leading brands include CNET, GameSpot, TV.com, MP3.com, Webshots, CHOW, ZDNet and TechRepublic. Founded in 1993, CNET Networks has a strong presence in the US, Asia and Europe.

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SOURCE: CNET Networks, Inc.